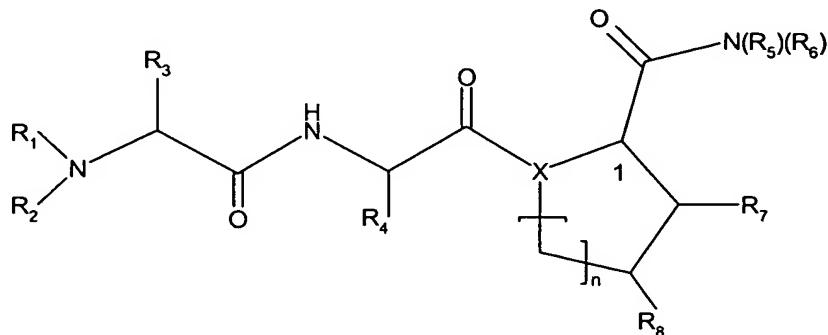


Listing of Claims:

Claims 1-14 (canceled)

Claim 15 (new): A compound of the formula (I)



wherein

R<sub>1</sub> is H;

R<sub>2</sub> is H, C<sub>1</sub>-C<sub>4</sub>alkyl which is unsubstituted or substituted by one or more substituents selected from halogen, -OH, -SH, -OCH<sub>3</sub>, -SCH<sub>3</sub>, -CN, -SCN and nitro;

R<sub>3</sub> is H, -CF<sub>3</sub>, -C<sub>2</sub>F<sub>5</sub>, -CH<sub>2</sub>-Z or R<sub>2</sub> and R<sub>3</sub> together form with the nitrogen form a C<sub>3</sub>-C<sub>6</sub>heteroaliphatic ring;

Z is H, -OH, F, Cl, -CH<sub>3</sub>; -CF<sub>3</sub>, -CH<sub>2</sub>Cl, -CH<sub>2</sub>F or -CH<sub>2</sub>OH;

R<sub>4</sub> is C<sub>1</sub>-C<sub>16</sub> straight chain alkyl, C<sub>3</sub>-C<sub>10</sub> branched chain alkyl, -(CH<sub>2</sub>)<sub>0-6</sub>-C<sub>3</sub>-C<sub>7</sub>-cycloalkyl, -(CH<sub>2</sub>)<sub>1-6</sub>-Z<sub>1</sub>, -(CH<sub>2</sub>)<sub>0-6</sub>-phenyl, and -(CH<sub>2</sub>)<sub>0-6</sub>-het, wherein the alkyl, cycloalkyl and phenyl substituents are unsubstituted or substituted;

Z<sub>1</sub> is -N(R<sub>9</sub>)-C(O)-C<sub>1</sub>-C<sub>10</sub>alkyl, -N(R<sub>9</sub>)-C(O)-(CH<sub>2</sub>)<sub>1-6</sub>-C<sub>3</sub>-C<sub>7</sub>-cycloalkyl, -N(R<sub>9</sub>)-C(O)-(CH<sub>2</sub>)<sub>0-6</sub>-phenyl, -N(R<sub>9</sub>)-C(O)-(CH<sub>2</sub>)<sub>1-6</sub>-het, -C(O)-N(R<sub>10</sub>)(R<sub>11</sub>), -C(O)-O-C<sub>1</sub>-C<sub>10</sub>alkyl, -C(O)-O-(CH<sub>2</sub>)<sub>1-6</sub>-C<sub>3</sub>-C<sub>7</sub>-cycloalkyl, -C(O)-O-(CH<sub>2</sub>)<sub>0-6</sub>-phenyl, -C(O)-O-(CH<sub>2</sub>)<sub>1-6</sub>-het, -O-C(O)-C<sub>1</sub>-C<sub>10</sub>alkyl, -O-C(O)-(CH<sub>2</sub>)<sub>1-6</sub>-C<sub>3</sub>-C<sub>7</sub>-cycloalkyl, -O-C(O)-(CH<sub>2</sub>)<sub>0-6</sub>-phenyl, -O-C(O)-(CH<sub>2</sub>)<sub>1-6</sub>-het, wherein the alkyl, cycloalkyl and phenyl substituents are unsubstituted or substituted;

het is a 5-7 membered heterocyclic ring containing 1, 2 or 3 heteroatoms selected from N, O and S, or an 8-12 membered fused ring system including at least one 5-7 membered heterocyclic ring containing 1, 2 or 3 heteroatoms selected from N, O, and S, which heterocyclic ring or fused ring system is unsubstituted or substituted on a carbon atom by

halogen, hydroxy, C<sub>1</sub>-C<sub>4</sub>alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, nitro, -O-C(O)-C<sub>1</sub>-C<sub>4</sub>alkyl or -C(O)-O-C<sub>1</sub>-C<sub>4</sub>-alkyl or on a nitrogen by C<sub>1</sub>-C<sub>4</sub> alkyl, -O-C(O)-C<sub>1</sub>-C<sub>4</sub>alkyl or -C(O)-O-C<sub>1</sub>-C<sub>4</sub>-alkyl;

R<sub>9</sub> is H, -CH<sub>3</sub>, -CF<sub>3</sub>, -CH<sub>2</sub>OH or CH<sub>2</sub>Cl;

R<sub>10</sub> and R<sub>11</sub> are each independently H, C<sub>1</sub>-C<sub>4</sub>alkyl, C<sub>3</sub>-C<sub>7</sub>-cycloalkyl, -(CH<sub>2</sub>)<sub>1-6</sub>-C<sub>3</sub>-C<sub>7</sub>-cycloalkyl, -(CH<sub>2</sub>)<sub>0-6</sub>-phenyl, wherein the alkyl, cycloalkyl and phenyl substituents are unsubstituted or substituted, or R<sub>10</sub> and R<sub>11</sub> together with the nitrogen are het;

X is CH or N;

R<sub>5</sub> is H, C<sub>1</sub>-C<sub>10</sub>-alkyl, C<sub>3</sub>-C<sub>7</sub>-cycloalkyl, -(CH<sub>2</sub>)<sub>1-6</sub>-C<sub>3</sub>-C<sub>7</sub>-cycloalkyl, -C<sub>1</sub>-C<sub>10</sub>-alkyl-aryl, -(CH<sub>2</sub>)<sub>0-6</sub>-C<sub>3</sub>-C<sub>7</sub>-cycloalkyl-(CH<sub>2</sub>)<sub>0-6</sub>-phenyl, -(CH<sub>2</sub>)<sub>0-4</sub>CH-((CH<sub>2</sub>)<sub>1-4</sub>-phenyl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>0-6</sub>-CH(phenyl)<sub>2</sub>, -C(O)-C<sub>1</sub>-C<sub>10</sub>alkyl, -C(O)-(CH<sub>2</sub>)<sub>1-6</sub>-C<sub>3</sub>-C<sub>7</sub>-cycloalkyl, -C(O)-(CH<sub>2</sub>)<sub>0-6</sub>-phenyl, -(CH<sub>2</sub>)<sub>1-6</sub>-het, -C(O)-(CH<sub>2</sub>)<sub>1-6</sub>-het, wherein the alkyl, cycloalkyl, phenyl and aryl substituents are unsubstituted or substituted;

R<sub>6</sub> is H, methyl, ethyl, -CF<sub>3</sub>, -CH<sub>2</sub>OH or -CH<sub>2</sub>Cl; or

R<sub>5</sub> and R<sub>6</sub> together with the nitrogen are het;

R<sub>7</sub> and R<sub>8</sub> are cis relative to the acyl substituent at the one position of the ring and are each independently H, -C<sub>1</sub>-C<sub>10</sub> alkyl, -OH, -O-C<sub>1</sub>-C<sub>10</sub>-alkyl, -(CH<sub>2</sub>)<sub>0-6</sub>-C<sub>3</sub>-C<sub>7</sub>-cycloalkyl, -O-(CH<sub>2</sub>)<sub>0-6</sub>-aryl, phenyl, -(CH<sub>2</sub>)<sub>1-6</sub>-het, -O-(CH<sub>2</sub>)<sub>1-6</sub>-het, -N(R<sub>12</sub>)(R<sub>13</sub>), -S-R<sub>12</sub>, -S(O)-R<sub>12</sub>, -S(O)<sub>2</sub>-R<sub>12</sub>, -S(O)<sub>2</sub>-NR<sub>12</sub>R<sub>13</sub> wherein the alkyl, cycloalkyl and aryl substituents are unsubstituted or substituted;

R<sub>12</sub> and R<sub>13</sub> are independently H, C<sub>1</sub>-C<sub>10</sub> alkyl, -(CH<sub>2</sub>)<sub>0-6</sub>-C<sub>3</sub>-C<sub>7</sub>-cycloalkyl, -(CH<sub>2</sub>)<sub>0-6</sub>-(CH)<sub>0-1</sub>(aryl)<sub>1-2</sub>, -C(O)-C<sub>1</sub>-C<sub>10</sub>alkyl, -C(O)-(CH<sub>2</sub>)<sub>1-6</sub>-C<sub>3</sub>-C<sub>7</sub>-cycloalkyl, -C(O)-O-(CH<sub>2</sub>)<sub>0-6</sub>-aryl, -C(O)-(CH<sub>2</sub>)<sub>0-6</sub>-O-fluorenyl, -C(O)-NH-(CH<sub>2</sub>)<sub>0-6</sub>-aryl, -C(O)-(CH<sub>2</sub>)<sub>0-6</sub>-aryl, -C(O)-(CH<sub>2</sub>)<sub>1-6</sub>-het, wherein the alkyl, cycloalkyl and aryl substituents are unsubstituted or substituted; or a substituent that facilitates transport of the molecule across a cell membrane, or R<sub>12</sub> and R<sub>13</sub> together with the nitrogen are het;

aryl is phenyl or naphthyl which is unsubstituted or substituted;

n is 0, 1 or 2;

and wherein

substituted alkyl substituents are substituted by one or more substituents selected from a double bond, halogen, OH, -O-C<sub>1</sub>-C<sub>6</sub>alkyl, -S-C<sub>1</sub>-C<sub>6</sub>alkyl and -CF<sub>3</sub>;

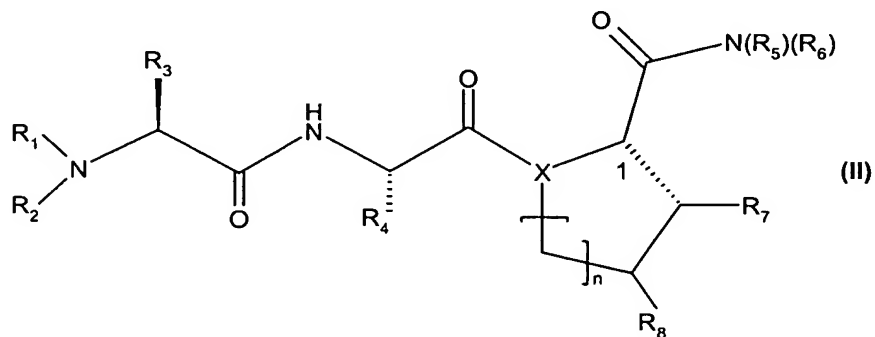
substituted cycloalkyl substituents are substituted by one or more substituents selected from a double bond, C<sub>1</sub>-C<sub>6</sub>alkyl, halogen, OH, -O-C<sub>1</sub>-C<sub>6</sub>alkyl, -S-C<sub>1</sub>-C<sub>6</sub>alkyl and -CF<sub>3</sub>; and

substituted phenyl or aryl are substituted by one or more substituents selected from halogen, hydroxy, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, nitro, -CN, -O-C(O)-C<sub>1</sub>-C<sub>4</sub>alkyl and -C(O)-O-C<sub>1</sub>-C<sub>4</sub>-alkyl, or a pharmaceutically acceptable salt thereof.

Claim 16 (new): A compound of claim 15 wherein  $R_2$  is H or methyl and  $R_3$  is methyl.

Claim 17 (new): A compound of claim 15 wherein  $n$  is 1.

Claim 18 (new): A compound of claim 15 having the stereochemistry indicated in formula II



Claim 19 (new): A compound of claim 18 wherein  $R_2$  is H or methyl and  $R_3$  is methyl.

Claim 20 (new): A compound of claim 18 wherein  $n$  is 1.

Claim 21 (new): A pharmaceutical composition which comprises a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of formula I according to claim 15.

Claim 22 (new): A pharmaceutical composition which comprises a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of formula II according to claim 18.

Claim 23 (new): A pharmaceutical composition according to claim 21 for treating a proliferative disease.

Claim 24 (new): A pharmaceutical composition according to claim 22 for treating a proliferative disease.

Claim 25 (new): A method of treating a proliferative disease which comprises administering a therapeutically effective amount of a compound of formula I according to claim 15 to a mammal in need of such treatment.

Claim 26 (new): A method of treating a proliferative disease which comprises administering a therapeutically effective amount of a compound of formula II according to claim 18 to a mammal in need of such treatment.

Claim 27 (new): A method of claim 25 wherein the mammal is a human.

Claim 28 (new): A method of claim 26 wherein the mammal is a human.